

RECORDATION NO. 17787-B FILED

OCT - 1 '99

1-30PM

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OF COUNSEL
URBAN A. LESTER

October 1, 1999

17787-B

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Assignment and Assumption Agreement, dated as of September 30, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease previously filed with the Commission under Recordation Number 17787.

The names and addresses of the parties to the enclosed document are:

Assignor: Sonoma Trust II
1100 Market Street
Wilmington, Delaware 19890

Assignee: GATX Third Aircraft Corporation
4 Embarcadero Center
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document:


twenty-five (25) hopper cars: CAGX 92000 through CAGX 92003;
CAGX 92005 through CAGX 92029

Mr. Vernon A. Williams
October 1, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


fd Robert W. Alvord

RWA/bg
Enclosures

OCT - 1 '99

1-30PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

dated as of September 30, 1999

between

SONOMA TRUST II,
as Assignor,

and

GATX THIRD AIRCRAFT CORPORATION,
as Assignee

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C., SECTION 11301**

on September __, 1999 at __: __ .m.

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is made and entered into as of September 30, 1999, by and between SONOMA TRUST II, a Delaware business trust, ("Assignor") and GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation ("Assignee"), with reference to the following:

1. Assignor has agreed to sell, and Assignee has agreed to purchase, the railcars described on Exhibit No. 1 attached hereto (the "Equipment"), pursuant to a Bill of Sale of even date delivered by Assignor to Assignee.
2. The Equipment is subject to that certain Lease Schedule No. 801 dated as of April 24, 1992 (the "Lease") between Assignor, as successor in interest to Pitney Bowes Credit Corporation ("PBCC") and ConAgra, Inc. ("ConAgra"), entered into pursuant to that certain Master Equipment Lease Agreement dated as of April 24, 1992, between PBCC and ConAgra.
3. In connection with the sale and purchase of the Equipment, and pursuant to an Assignment and Assumption Agreement dated as of September 30, 1999, between Assignor and Assignee, (i) Assignor has agreed to assign, and Assignee has agreed to accept, all right, title and interest of Assignor in and to the Lease, and (ii) Assignee has agreed to assume all obligations of Assignor accruing with respect to the Lease after September 30, 1999.

This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment and Assumption Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption Agreement to be executed as of the date first above written.

SONOMA TRUST II

By: WILMINGTON TRUST COMPANY,
not in its individual capacity but solely
as Trustee

By: 
Title: Financial Services Officer

GATX THIRD AIRCRAFT CORPORATION

By: _____
Title: _____

State of ~~California~~ DELAWARE)

County of ~~San Francisco~~)
NEW CASTLE

On September 29th, 1999, before me, Christine L. Migliocco, Notary Public, personally appeared AMY L. MARTIN, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Christine L. Migliocco
Notary Public

CHRISTINE L. MIGLIOCCO
Notary Public, State of Delaware
My Commission Expires January 13, 2000



IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption Agreement to be executed as of the date first above written.

SONOMA TRUST II

By: WILMINGTON TRUST COMPANY,
not in its individual capacity but solely
as Trustee

By: _____
Title:

GATX THIRD AIRCRAFT CORPORATION

By: Thomas C. Neal
Title: Vice President

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Description	Car Mark
29 Trinity 5,125 cu.ft. 15 PSI pressure discharge hopper cars	CAGX 92000 to 92003; CAGX 92005 to 92029